

BYLAWS  
OF  
WASHINGTON INSTITUTE FOR QUALITY EDUCATION

ARTICLE I

NAME, PURPOSE AND SEAL

Section 1. Name. The name of this corporation is Washington Institute for Quality Education. The term for which this corporation is organized is perpetual, as is stated in its Certificate of Incorporation, dated May 3, 1968, recorded in the Office of Recorder of Deeds, D.C.

Section 2. Purpose. The Corporation was founded to encourage and support the advancement of quality education within the District of Columbia, including both public and private schools and with particular emphasis upon public school education. The Corporation also intends to support litigation and educational studies designed to secure the equal protection of laws, due process of laws, and other constitutional guarantees to the children of public school age in the District of Columbia.

The organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).





Section 3. Office. The principal office of the corporation shall be located in the District of Columbia.

Section 4. Seal. The seal of the corporation shall consist of a circle two inches in diameter, around the inner circumference of which shall be inscribed the words, "Washington Institute for Quality Education," and in the center of which shall be inscribed the words "Corporate Seal" and "1968."

## ARTICLE II

### MEMBERS

Section 1. No members other than the Board of Directors. The corporation will have no members other than the members of the Board of Directors, described in Article III hereof.

Section 2. No dues. The corporation shall assess no dues upon the members of the Board of Directors. The costs of carrying out the objects of the corporation will be met from voluntary contributions received from foundations, individuals and other sources.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. Number, election and term of office.

(a) Number. The Board of Directors shall consist of not less than five nor more than fifteen members, provided, however, that if through death, inability or unwillingness to serve, or other cause, the provisions of Article III, Section 1(f) are not operative and the number of Directors is holding





office at that time shall have the power to act as a full Board, but shall be required to elect sufficient Directors at their next meeting to bring the total number to five.

(b) Terms of present Directors. The members of Board of Directors in office at the time of the adoption of these by-laws, seven in number, shall be divided into three groups of one, three and three members, respectively, by the drawing of lots. The terms of office of the Chairman of the Board falling within the first group shall expire on December 31, 1969, the terms of office of the three Directors falling within the second group shall expire on December 31, 1970, and the terms of office of the three Directors falling within the third group shall expire on December 31, 1971.

(c) Terms of successor Directors. At a meeting of the Board of Directors prior to the expiration of the term of office of any Director, a new Director shall be elected to fill the vacancy created by the expiration of the term of office of each Director whose term of office expires on December 31 of such calendar year. The term of office of each new Director so elected shall be for a period of three years commencing January 1 of the calendar year following such annual meeting and expiring on December 31 at the close of the calendar year three years subsequent to the calendar year in which such annual meeting is held.





(d) Additional Directors Additional Directors up to the number of fifteen may be elected at any meeting of the Board. The terms of office of any such additional Directors so elected shall not extend longer than until December 31 of the calendar year three years subsequent to the calendar year in which such meeting is held, and in addition the terms of such additional members of the Board of Directors shall be of varying lengths so that, as closely as possible, the terms of office of one-third of the members of the Board of Directors shall expire on December 31 of each calendar year.

(e) Re-election. Anything herein to the contrary notwithstanding, Directors may be re-elected without limitation as to the number of terms of office.

(f) Holdovers. Anything herein to the contrary notwithstanding, upon the expiration of the term of office of a Director, such Director shall continue to hold office until his successor is elected and qualified.

(g) All vacancies in the membership of the Board of Directors, whether caused by death, resignation or expulsion from the Board, may be filled by the Board of Directors at any meeting thereof. The term of office of each new Director so elected shall be for the unexpired term of the Director whose death, resignation, or expulsion has created the vacancy.





(h) Resignation and removal. Any Director may resign by giving notice to the Chairman of the Board of Directors in writing. Any Director may be removed from office, with or without cause, on the vote of three-fourths of the entire membership of the Board of Directors.

Section 2. Powers and duties. Complete control of affairs of the corporation, including the power to amend or revoke these bylaws and the power to amend the corporation's Certificate of Incorporation, shall be vested in the Board of Directors.

Section 3. Meetings of the Board of Directors.

(a) Who may call meetings. Meetings of the Board of Directors may be called at any time by the Chairman thereof or by not less than one-third of all of the members of the Board of Directors. The Chairman shall call at least one meeting during each calendar year. In the event of the Chairman's absence or disability, the Vice Chairman shall call this meeting.

(b) Place of meeting. The Chairman of the Board of Directors or the group of Directors calling the meeting, as the case may be, may designate any place, either within or without the District of Columbia, as the place for the holding of such meeting.





(c) Notice of meetings. Notice of the time and place of every meeting of the Board of Directors shall be delivered personally or mailed at least ten days previous thereto to each member at his post office address appearing upon the records of the corporation. Meetings may be held without notice if all of the Directors in office are present or if notice is waived by those not present.

(d) Business to be transacted. At any meeting of the Board of Directors properly called pursuant to these bylaws, any business which comes before the meeting may be transacted, regardless of whether prior notice has been given of such business.

(e) Quorum. A majority of the members shall constitute a quorum at any meeting of the Board of Directors. In the case of an assembled meeting, the Board shall act by a majority vote of those present, except as otherwise provided by these bylaws.

Section 4. Executive Committee. The Directors may appoint three of their number as regular members of an Executive Committee for a one-year term, subject to reappointment. The Chairman of the Board of Directors shall be a member of and Chairman of this Executive Committee, and shall have the power to call meetings of the Executive Committee, which shall meet at least quarterly. The Vice Chairman, Executive Director and Secretary-Treasurer shall be ex-officio and voting members of





the Executive Committee. The Vice Chairman shall have the power to call Executive Committee meetings in the absence or disability of the Chairman. The Executive Committee may exercise any or all of the powers and perform any or all of the duties of the Directors whenever the Directors are not in session, except that the Executive Committee shall have no power to amend these bylaws, to fill vacancies in its own membership or the Board of Directors, or to appoint or remove Directors or Officers. The Executive Committee shall act on behalf of and be responsible to the Board of Directors and shall keep regular minutes of its transactions, and shall cause them to be recorded in a book kept for that purpose, and shall cause such minutes to be submitted to the Board of Directors promptly by mail. The presence of one-third of the regular and ex-officio members of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of at least four members of the entire Executive Committee shall be necessary for the adoption of any affirmative action.

Section 5. Program Committees. The Directors may appoint any of their number to constitute Program Committees to oversee particular aspects of the corporation's work and exercise such authorities as the Directors specifically assign them. Appointment to such Committees shall be for one-year terms, subject to reappointment. The Chairman of each Program Committee shall





be selected by the Board of Directors from among the members of the Executive Committee and shall have exclusive power to call meetings of the program Committee. Each Program Committee may also elect Advisory Members to participate in its deliberations, but Advisory Members shall not be empowered to vote. The presence of a majority of the Director members of each Program Committee shall constitute a quorum for the the transaction of business, and the affirmative vote of a majority of the total Director members on each Committee shall be necessary to the adoption of any resolution or vote.

Section 6. Action by the unassembled Board of Directors or Executive Committee by mail ballot. The board of Directors and the Executive Committee, if any, may take any action unassembled by mail ballot, provided that only the Chairman of the Board of Directors shall have the power to submit any proposal to either the Board of Directors or to the Executive Committee for action by mail ballot. In any such instance, the Chairman of the Board of Directors shall refer the subject matter to all members of the Board of Directors or of the Executive Committee, as the case may be. In the case of any action proposed to be taken by mail ballot, the Board of Directors shall act by a majority vote of its entire membership and the Executive Committee shall act by a majority vote of its entire membership.





## ARTICLE IV

### OFFICERS

Section 1. Qualifications. The officers of the corporation shall be a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, an Executive Director, a Secretary-Treasurer and such other officers as may be elected by the Directors. The Chairman of the Board of Directors and the Vice Chairman shall be members of the Board of Directors. The other officers may be members of the Board of Directors.

Section 2. Election and term of office. The officers of the corporation shall be elected annually by the Directors for a term of one year. Vacancies may be filled or new offices filled at any meeting of the Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer elected or appointed by the Directors may be removed at any time by the affirmative vote of a majority of all the Directors.

Section 4. Powers and duties of the Chairman of the Board of Directors. The Chairman of the Board of Directors may call meetings of the Board and shall preside at such meetings. If an Executive Committee be established, the Chairman of the Board of Directors shall serve as Chairman of such Executive Committee,



shall call meetings of such Executive Committee, and shall preside at such meetings. The Chairman shall have the exclusive power to appoint Regular Professional and Staff Employees and submit proposals to the Board or the Executive Committee for action by mail ballot. The Chairman shall have such other powers and duties as the Directors may prescribe from time to time.

Section 5. Powers and duties of the Vice Chairman of the Board of Directors. In the absence or disability of the Chairman of the Board of Directors, the Vice Chairman shall exercise the powers and duties of the Chairman.

Section 6. Powers and duties of the Executive Director. The Executive Director, under the direction of the Board of Directors or the Executive Committee, shall have charge of the work of the corporation and shall report to the Board of Directors or the Executive Committee whenever so requested. He shall represent the corporation in dealing with Federal, State and local government agencies and universities and other individuals and organizations in carrying out the programs of the corporation. Within the directives established by the Board of Directors or the Executive Committee, the Executive Director may recommend the employment of staff members and make expenditures for supplies, equipment, services, and for other authorized purposes consistent with budgets approved by the Board of Directors or by the Executive Committee. The Executive Director shall give such





bond for the faithful performance of his duties as shall be prescribed by the Board of Directors or the Executive Committee, the premium thereon to be paid out of the funds of the corporation.

The Executive Director shall also execute bonds, mortgages, and other contracts requiring a seal under the seal of the corporation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the to some other officer or agent of the corporation. The Executive Director shall also have such other powers and duties as the Directors or the Executive Committee may prescribe from time to time.

Section 7. Powers and duties of the Secretary-Treasurer.  
The Secretary-Treasurer shall attend all meetings of the Board of Trustees and the Executive Committee and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall give or cause to be given, notice of all meetings of the Board of Directors and of the Executive Committee as he shall be directed to do so by the person or persons authorized under these bylaws to call any such meeting. However, notice of any such meeting may be given by the person or persons authorized to do so under the other provisions of these bylaws if the Secretary should fail or refuse to call such meeting. The Secretary-Treasurer shall perform such other duties as may be prescribed from time to time by the Executive



Director, if the Secretary-Treasurer and the Executive Director are not the same person. He shall keep in safe custody the seal of the corporation, and shall affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature. The Secretary-Treasurer shall also review and approve the arrangements for the receipt, custody and disbursement of funds, and for keeping accounts. Under the guidance of the Board, he shall ensure the arrangement of the annual audit and its presentation to the Board of Directors.

#### ARTICLE V

##### COMPENSATION FOR SERVICES

The Directors may authorize the payment of reasonable compensation for services rendered by officers, agents and employees of the corporation. The Directors shall serve without salary or other compensation, but they shall be reimbursed for any actual expenses incurred by them in attending meetings or in attending to the business of the corporation.

#### ARTICLE VI

##### AUDIT OF ACCOUNTS

The accounts of the corporation shall be audited annually by a reputable and well-established certified public account selected by the Board of Directors or by the Executive Committee, and this audit report shall be mailed promptly to all members of the Board of Directors.





## ARTICLE VII

### AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed, but only by a majority vote of the entire Board of Directors.

## ARTICLE VIII

These bylaws shall become effective as of May 3, 1968.

## ARTICLE IX

### REACTIVATION

If the corporation becomes inactive, or is placed in an inactive status by the Board without provision for reactivation, the power to reactivate may be exercised as follows: (1) by a majority of the Directors who were holding office at the time the corporation became inactive, provided that at least three such Directors are living at the time of reactivation; (2) if less than three such Directors are then living, the power to reactivate may be exercised by the Directors then living and the presidents of any four nationally recognized universities in the District of Columbia; and (3) if no Directors are living at the time of reactivation the presidents of these four universities shall have the power to elect a new Board of Directors and to take any other steps required for reactivation.



## ARTICLE X

### DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.



